

**UNITED STATES BANKRUPTCY COURT
FOR THE
DISTRICT OF MASSACHUSETTS**

In re:

William R. Meara,
Brenda J. Meara
Debtors.

Case No. 14-12998-WCH

Chapter 7

**Notice Of Intended Private Sale Of Estate Property and Notice of Intended
Assignment of Contracts, Deadline For Submitting Objections And Higher
Offers, And Hearing Date**

June 17, 2015

IS THE DATE OF THE SALE HEARING

June 11, 2015

**IS THE DATE BY WHICH OBJECTIONS OR
COUNTEROFFERS MUST BE MADE**

Notice is hereby given, pursuant to 11 U.S.C. §§ 105(a), 363, 365, Fed. R. Bankr. P. 2002(a)(2) and 6004, and MLBR 2002-5 and 6004-1, that Warren E. Agin, the duly appointed chapter 7 trustee (the “Trustee”) of the bankruptcy estate of the above named debtors (the “Debtors”), intends to sell at private sale the Debtor’s right, title and interest in certain property of the estate.

Property to be Sold:

Meara & Company, LTD’s right, title, and interest in and to Vector/Meara Transit Advertising Group, LLC and the estate’s “[c]laim against Vector Media Advertising Group for breach of contract” (collectively, the “Property”). Interested parties may obtain additional due diligence materials from the Trustee on delivery of an executed non-disclosure agreement.

The Offer:

The Trustee has received an offer to purchase the estate’s interest in the Property for the sum of \$250,000.00 (the “Purchase Price”).

The Proposed Buyer:

The proposed buyer is Partnership Liquidity Investors II, LLC (the “Proposed Buyer”) with a last-known address of 416 9th Street, Huntington Beach, California.

The Sale Date:

The sale shall take place at the Trustee’s office within 3 business days following the entry of an Order approving the sale by the United States Bankruptcy Court. The Proposed Buyer has delivered to the Trustee a deposit of \$25,000.00, which the Trustee is holding in escrow. The terms of the proposed sale are more particularly described in a *Motion of Chapter 7 Trustee For Authority To Sell Estate Property – Equity Interest in Vector/Meara Transit Advertising Group, LLC - At Private Sale Pursuant To 11 U.S.C. § 363* (the “Motion to Approve Sale”) filed with the Court on or about May 18, 2015, and a written purchase and sale agreement dated May 6, 2015. The Motion to Approve Sale and the purchase and sale agreement are available at no charge upon request from the undersigned.

Sale Free and Clear of Liens:

The Property will be sold free and clear of all liens, claims encumbrances and interests pursuant to 11 U.S.C. §§ 363(f) and 365. The Internal Revenue Service has filed a proof of claim asserting a tax lien in the amount of \$11,350.50 against the Debtors’ assets. The Trustee is not aware of any other liens, encumbrances or other interests in the Property.

Counteroffers or Objections:

Any objections to the sale, higher offers, or requests for hearing on the matter, shall be filed in writing with the Clerk, United States Bankruptcy Court at 5 Post Office Square, Suite 1150, Boston, MA 02109 on or before June 11, 2015 at 4:30 ~~AM~~ PM (the “Objection Deadline”). A copy of any objection or higher offer also shall be served upon the undersigned. Any objection to the sale must state with

particularity the grounds for the objection and why the intended sale should not be authorized. Any objection to the sale shall be governed by Fed. R. Bankr. P. 9014.

Through this Notice, higher offers for the Property are hereby solicited. Any higher offer must be at least \$262,500. Higher offers must be filed with the Court, and a copy, accompanied by a deposit of \$25,000 in the form of a certified or bank check made payable to "Warren E. Agin, chapter 7 trustee", served on the Trustee by delivery to his counsel to the address at the end of this notice. Higher offers must be on the similar terms and conditions provided in the Motion to Approve Sale and the purchase and sale agreement, other than the Purchase Price, with any material variations expressly disclosed.

Hearing:

A hearing on the Motion to Approve Sale, objections or higher offers is scheduled to take place on June 17, ²⁰¹⁵ at 9:30 AM ~~/PM~~ before the Honorable Judge Hillman, United States Bankruptcy Judge, 5 Post Office Square, ^{12th Floor, Ctrm. #2,} ~~Suite 1150,~~ Boston, MA 02109. Any party who has filed an objection or higher offer is expected to be present at the hearing, failing which the objection will be overruled or higher offer stricken. If a higher offer is filed with the Court prior to the deadline stated above, the Court may, in its discretion at the hearing on the Motion to Approve Sale, conduct one or more rounds of sealed or open bidding. The Court may take evidence at any hearing on approval of the sale to resolve issues of fact. If no objection to the Motion to Approve Sale or higher offer is timely filed, the Court, in its discretion, may cancel the scheduled hearing and approve the sale without hearing.

At the hearing on the sale, the Court may (i) consider any requests to strike a higher offer; (ii) determine further terms and conditions of the sale; (iii) determine the requirements for further competitive bidding; and (iv) require one or more

rounds of sealed or open bids from the original offeror and any other qualifying offeror.

Deposit:

The deposit will be forfeited to the estate if the successful purchaser fails to complete the sale by the date ordered by the Court. If the sale is not completed by the buyer approved by the Court, the Court, without further hearing, may approve the sale of the Property to the next highest bidder.

Any questions concerning the intended sale shall be addressed to the undersigned.

Dated: May 18, 2015.

Warren E. Agin, as Trustee,
By his Attorney,

/s/ Thomas M. Richardson
Thomas M. Richardson (BBO 601014)
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